

**STATE OF ILLINOIS
SECRETARY OF STATE
DEPARTMENT OF SECURITIES**

_____)
IN THE MATTER OF: Matthew Sapaula and Matthew
Sapaula Inc. _____)

File No: C0900415

CONSENT ORDER

TO THE RESPONDENTS: Matthew Sapaula
And Matthew Sapaula, Inc.
c/o Counsel for Respondents
Howard Stein & Associates.
70 West Madison St.
Chicago, IL 60602

WHEREAS, on September 1, 2011, a Notice of Hearing was entered against Respondents Matthew Sapaula and Matthew Sapaula, Inc.;

WHEREAS, Respondents desire to resolve this matter without the expense and uncertainty of prolonged litigation;

WHEREAS, on August 23, 2013, Respondents signed and entered a Stipulation to Enter Consent Order which is incorporated by reference herein;

WHEREAS, Respondents have admitted to the jurisdiction of the Secretary of State in this matter and has consented to the entry of this Consent Order ("Consent Order");

WHEREAS, Respondents have agreed to certain undertakings, described more fully below;

WHEREAS, Respondents acknowledge, while admitting the truth thereof, that the following allegations shall be adopted as the Secretary of State's Findings of Fact

1. Matthew Sapaula ("Sapaula", or collectively with Respondent Sapaula Inc., "Respondents") is a natural person residing in Illinois.
2. Sapaula was, until early 2010, licensed with the State of Illinois as an insurance agent. Sapaula has not been registered with the State of Illinois to act as a salesperson of securities or investment advisor representative Since approximately 2001.

3. Matthew Sapaula, Inc., was an Illinois corporation established in July of 2006, and dissolved in December of 2011, with its address listed as 27 North Wacker Drive, Suite 412. Sapaula was the President of Matthew Sapaula, Inc.
4. From 2006 through the present Sapaula has marked himself as a financial strategist and coach. Sapaula utilizes television, publications, radio and various internet media to offer his services
5. Respondents offer investment alternatives to Illinois residents including, but not limited to, certain annuities and insurance products, and certain investment products exempt from registration with State and Federal agencies
6. In 2008 Sapaula entered into a Consent Order with Illinois in which he paid a fine and was prohibited from offering or selling securities in Illinois except in compliance with Illinois Law.
7. While providing the above-described services to customers Sapaula has not disclosed that neither he nor Matthew Sapaula, Inc., are registered with the State of Illinois to act as a salesperson of securities or as an investment advisor.
8. Section 8 of the Illinois Securities Law of 1953 requires Investment Advisors and Investment Advisor Representatives to register with the Secretary of State.

WHEREAS, Respondents acknowledge, without admitting or denying the truth thereof, that the following shall be adopted as the Secretary of State's Conclusions of Law:

- 1 Respondents acknowledge the necessity of complying with Section 8 of the Illinois Securities Law of 1953 by disclosing his registration status to his customers

WHEREAS, Respondents have agreed to certain undertakings to resolve this matter, in particular:

Sapaula shall, within 30 days, provide a refund to a certain Illinois resident for the principal paid on an insurance policy that was later cancelled. The payment shall include an additional 10% of the sum for interest as well. Sapaula shall file an affidavit with the Department showing proof of the refund and interest payment

Sapaula shall either: 1) obtain registration and licensure to act as a salesperson of securities or as an investment advisor representative, or 2) shall disclose on every publication, electronic or otherwise, and during every television, radio, and internet broadcast involving his business that he is not registered with the State of Illinois to offer or sell securities, nor to provide investment advice and that he only deals in securities subject to an exemption from registration, and will only provide investment services to accredited investors as defined by the Illinois Securities Act of 1953.

WHEREAS, Sapaula agrees to pay a fine in the amount of \$500 00, payable in four equal monthly installments commencing seven (7) days after entry of this Consent Order, for the costs incurred in this matter, made payable by certified or cashiers' check to the Illinois Secretary of State Audit and Enforcement Fund.

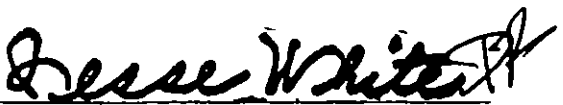
WHEREAS, the Secretary of State, by and through his duly authorized representative, has determined that this matter may be DISMISSED without further proceedings and that this Consent Order constitutes a final resolution of any administrative action based upon the allegations put forth in the Notice of Hearing as well as the above Findings of Fact, subject to Section 12.D of the Act.

NOW THEREFORE IT SHALL BE AND IS HEREBY ORDERED THAT:

1. Matthew Sapaula shall fulfill and adhere to the undertakings described above.
2. This matter is DISMISSED.

ENTERED: This 30th day of August, 2013

Attorney for the Department:
Jason Chronopoulos
69 West Washington Street
Suite 1220



JESSE WHITE
Secretary of State
State of Illinois